

MADISON DEARBORN SPECIAL EQUITY III LP

Form 4

August 16, 2005

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MADISON DEARBORN PARTNERS LLC

(Last) (First) (Middle)

THREE FIRST NATIONAL PLAZA, SUITE 3800

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Ruths Chris Steak House, Inc. [RUTH]

3. Date of Earliest Transaction (Month/Day/Year)  
08/12/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)            | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Stock                               | 08/12/2005                           |  | S                              |   | 3,422,473   | D \$ 16.74   | 5,506,215 I (1) (2) (3) See Footnote (1) (2) (3)      |
| Series B Junior Cumulative Preferred Stock | 08/12/2005                           |  | J(6)                           |   | 65,605.0396   | D \$ 1,000   | 0 I (1) (2) (3) See Footnote (1) (2) (3)              |
| Common Stock                               | 08/12/2005                           |  | S                              |   | 75,993  | D \$ 16.74   | 122,262 I (1) (2) (4) See Footnote (1) (2) (4)        |

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|   |            |                  |            |   |             |        |                                    |   |
|---|------------|------------------|------------|---|-------------|--------|------------------------------------|---|
| Series B<br>Junior<br>Cumulative Preferred<br>Stock | 08/12/2005 | J <sup>(6)</sup> | 1,456.7156 | D | \$<br>1,000 | 0      | I <u>(1)</u> <u>(2)</u> <u>(4)</u> | See<br>Footnote<br><u>(1)</u> <u>(2)</u> <u>(4)</u> |
| Common<br>Stock                                     | 08/12/2005 | S                | 11,172     | D | \$<br>16.74 | 17,974 | I <u>(1)</u> <u>(2)</u> <u>(5)</u> | See<br>Footnote<br><u>(1)</u> <u>(2)</u> <u>(5)</u> |
| Series B<br>Junior<br>Cumulative Preferred<br>Stock | 08/12/2005 | J <sup>(6)</sup> | 214.167    | D | \$<br>1,000 | 0      | I <u>(1)</u> <u>(2)</u> <u>(5)</u> | See<br>Footnote<br><u>(1)</u> <u>(2)</u> <u>(5)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MADISON DEARBORN PARTNERS LLC<br>THREE FIRST NATIONAL PLAZA<br>SUITE 3800<br>CHICAGO, IL 60602 | X             | X         |         |       |
|  | X             | X         |         |       |

SELATI ROBIN P  
 C/O MADISON DEARBORN PARTNERS, LLC  
 THREE FIRST NATIONAL PLAZA, SUITE 3800  
 CHICAGO, IL 60602

MADISON DEARBORN PARTNERS III LP  
 C/O MADISON DEARBORN PARTNERS, LLC  
 THREE FIRST NATIONAL PLAZA, SUITE 3800  
 CHICAGO, IL 60602 X

MADISON DEARBORN CAPITAL PARTNERS III LP  
 C/O MADISON DEARBORN PARTNERS, LLC  
 THREE FIRST NATIONAL PLAZA, SUITE 3800  
 CHICAGO, IL 60602 X

MADISON DEARBORN SPECIAL EQUITY III LP  
 C/O MADISON DEARBORN PARTNERS, LLC  
 THREE FIRST NATIONAL PLAZA, SUITE 3800  
 CHICAGO, IL 60602 X

SPECIAL ADVISORS FUND I LLC  
 C/O MADISON DEARBORN PARTNERS, LLC  
 THREE FIRST NATIONAL PLAZA, SUITE 3800  
 CHICAGO, IL 60602 X

## Signatures

/s/ Robin P. Selati, Managing Director, Madison Dearborn Partners,  
 LLC

08/16/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Following the dispositions set forth in this Form 4, Madison Dearborn Capital Partners III, L.P. ("MDCP") directly held 5,506,215 shares of common stock and no shares of Series B Junior Cumulative Preferred Stock, Madison Dearborn Special Equity III, L.P. ("MDSE") directly held 122,262 shares of common stock and no shares of Series B Junior Cumulative Preferred Stock and Special Advisors Fund I, LLC ("SAF") directly held 17,975 shares of common stock and no shares of Series B Junior Cumulative Preferred Stock. Madison Dearborn Partners, LLC is the sole general partner of Madison Dearborn Partners III, L.P., the general partner of MDCP and MDSE and the manager of SAF. Mr. Selati is a Managing Director of Madison Dearborn Partners, LLC. (Continued Footnote 2)

(2) As a result, such reporting persons may be deemed to share beneficial ownership of the shares owned directly by MDCP, MDSE and SAF. Mr. Selati expressly disclaims beneficial ownership of the shares owned by MDCP, MDSE and SAF, except to the extent of his pecuniary interest therein.

(3) Represents reported securities directly held by MDCP.

(4) Represents reported securities directly held by MDSE.

(5) Represents reported securities directly held by SAF.

(6) The reported securities were redeemed by the issuer at face value plus accrued but unpaid dividends thereon.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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